

ORIGINAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-X-

UBS SECURITIES LLC, and
UBS LOAN FINANCE LLC,

07-CV-10382 (LAP)

Plaintiffs,

-against-

**MOTION TO ADMIT
COUNSEL PRO HAC VICE**

THE FINISH LINE, INC., and
GENESCO INC.,

Defendants.

-X-

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States
District Courts for the Southern and Eastern Districts of New York, I, HARVEY
KURZWEIL, a member in good standing of the bar of this Court hereby move for an
Order allowing the admission pro hac vice of:

Applicant's Name: VINCENT SCHMELTZ III
Firm Name: Dewey & LeBoeuf LLP
Address: Two Prudential Plaza, Suite 3700
180 North Stetson Avenue
City/State/Zip: Chicago, Illinois 60601
Tel No: (312) 794-8000
Fax No: (312) 794-8100

VINCENT SCHMELTZ III is a member in good standing of the Bar of
the State of Illinois. There are no pending disciplinary proceedings against VINCENT
SCHMELTZ III in any State or Federal court.

Dated: January 22, 2008

Respectfully submitted,



HARVEY KURZWEIL

Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019-6092
Tel: (212) 259-8000
Fax: (212) 259-6333

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UBS SECURITIES LLC, and
UBS LOAN FINANCE LLC,

07-CV-10382 (LAP)

Plaintiffs,

-against-

THE FINISH LINE, INC., and
GENESCO INC.,

**AFFIDAVIT OF HARVEY
KURZWEIL IN SUPPORT
OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

Defendants.

-----X

STATE OF NEW YORK)
SS.:
COUNTY OF NEW YORK)

HARVEY KURZWEIL, being duly sworn, hereby deposes and says as follows:

1. I am a partner with the law firm of Dewey & LeBoeuf LLP, counsel for Defendant The Finish Line, Inc., in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant The Finish Line, Inc.'s motion to admit Vincent Schmeltz III as counsel pro hac vice to represent Defendant The Finish Line, Inc. in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law on July 6, 1970. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have been Mr. Schmeltz's colleague since October 2007.

4. Vincent Schmeltz III is counsel at Dewey & LeBoeuf LLP, and is located at Two Prudential Plaza, Suite 3700, 180 North Stetson Avenue, Chicago, Illinois 60601.

5. I have found Vincent Schmeltz III to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move the admission of Vincent Schmeltz III, pro hac vice.

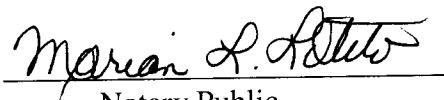
7. I respectfully submit a proposed order granting the admission of Vincent Schmeltz III, pro hac vice, which is attached hereto as Exhibit A.

WHEREAS, it is respectfully requested that the motion to admit Vincent Schmeltz III, pro hac vice, to represent Defendant The Finish Line, Inc., in the above-captioned matter, be granted.



HARVEY KURZWEIL

Sworn to before me this
22nd day of January, 2008.



Notary Public

MARIAN L. LOTITO
NOTARY PUBLIC, State of New York
No. 01LO6057552
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires April 16, 2009



ATTORNEY REGISTRATION AND DISCIPLINARY COMMISSION
of the
SUPREME COURT OF ILLINOIS

One Prudential Plaza
130 East Randolph Drive, Suite 1500
Chicago, IL 60601-6219
(312) 565-2600 (800) 826-8625
Fax (312) 565-2320

One North Old Capitol Plaza, Suite 333
Springfield, IL 62701
(217) 522-6838 (800) 252-8048
Fax (217) 522-2417

Vincent Paul Schmeltz
Dewey & Leboeuf LLP
Two Prudential Plaza
180 N. Stetson Ave.

Chicago
Tuesday, January 15, 2008

In re: Vincent Paul Schmeltz
Admitted: 11/9/2000
Attorney No. 6273010

To Whom It May Concern:

The records of the Clerk of the Supreme Court of Illinois and of this office indicate that the attorney named above was admitted to the practice of law in Illinois; is currently registered on the master roll of attorneys entitled to practice law in this state; and has never been disciplined; and is in good standing.

Very truly yours,
Jerome Larkin
Administrator

By:

Roxanne Tenter
Deputy Registrar

RT:ao

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

UBS SECURITIES LLC, and
UBS LOAN FINANCE LLC,

07-CV-10382 (LAP)

Plaintiffs,

-against-

**ORDER FOR ADMISSION
PRO HAC VICE ON
WRITTEN MOTION**

THE FINISH LINE, INC., and
GENESCO INC.,

Defendants.

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Upon the motion of Harvey Kurzweil, attorney for Defendant The Finish Line, Inc. and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name:	VINCENT SCHMELTZ III
Firm Name:	Dewey & LeBoeuf LLP
Address:	Two Prudential Plaza, Suite 3700 180 North Stetson Avenue
City/State/Zip:	Chicago, Illinois 60601
Tel No:	(312) 794-8000
Fax No:	(312) 794-8100
Email:	tschmeltz@dl.com

is admitted to practice pro hac vice as counsel for Defendant The Finish Line, Inc., in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF

password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of the Court.

Dated: _____, 2008

New York, New York

United States District Judge

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
SS:
COUNTY OF NEW YORK)

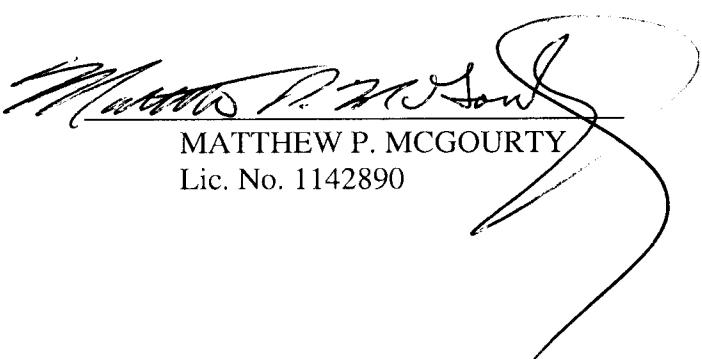
MATTHEW P. MCGOURTY, being duly sworn, deposed and says: I am over 18 years of age, not a party to this action and am employed by the law firm of Dewey & LeBoeuf LLP.

On the 22nd day of January, 2008, I caused a copy of the attached MOTION TO ADMIT COUNSEL PRO HAC VICE FOR VINCENT SCHMELTZ III to be served via First Class Mail delivery upon the attorneys listed below at their address designated for service of papers:

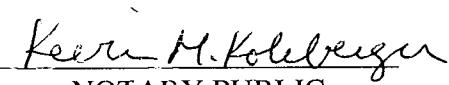
David R. Boyd, Esq.
Boies, Schiller & Flexner LLP
575 Lexington Avenue
New York, NY 10022

Joseph J. Frank, Esq.
Latham & Watkins L.L.P.
885 Third Avenue, Suite 1000
New York, NY 10022

Jonathan D. Schiller, Esq.
Boies, Schiller & Flexner LLP
5301 Wisconsin Avenue, Suite 570
Washington, DC 20015


MATTHEW P. MCGOURTY
Lic. No. 1142890

Sworn to before me this
22nd day of January, 2008


NOTARY PUBLIC
KEVIN M. KOHLBERGER
NOTARY PUBLIC, State of New York
No. 01K06147080
Qualified in Kings County
Certificate Filed in New York County
Commission Expires May 30, 2016